

RECORDED 28352 FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8518 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Ineos Nova LLC
25846 SW Frontage Road
Channahon, Illinois 60410]

A description of the railroad equipment covered by the enclosed document is:

50 railcars within the series ACFX 036412 - ACFX 040983 and ACFX 096926 - ACFX 099474 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Ineos Nova LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28352 FILED

JAN 06 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

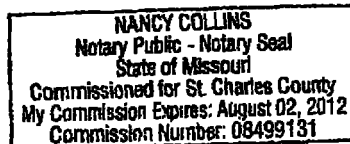
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

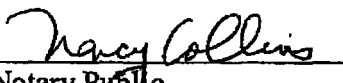
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8518 rider 1 dated 9/19/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036412
	Hopper	ACFX	036626
	Hopper	ACFX	036688
	Hopper	ACFX	036715
	Hopper	ACFX	036726
	Hopper	ACFX	036735
	Hopper	ACFX	036746
	Hopper	ACFX	036753
	Hopper	ACFX	036754
	Hopper	ACFX	036761
	Hopper	ACFX	036764
	Hopper	ACFX	036766
	Hopper	ACFX	036770
	Hopper	ACFX	036771
	Hopper	ACFX	036773
	Hopper	ACFX	036777
	Hopper	ACFX	036779
	Hopper	ACFX	036780
	Hopper	ACFX	036788
	Hopper	ACFX	036790
	Hopper	ACFX	037004
	Hopper	ACFX	037022
	Hopper	ACFX	037086
	Hopper	ACFX	037112
	Hopper	ACFX	037171
	Hopper	ACFX	037185
	Hopper	ACFX	037203
	Hopper	ACFX	037343
	Hopper	ACFX	037445
	Hopper	ACFX	037559
	Hopper	ACFX	037572
	Hopper	ACFX	037703
	Hopper	ACFX	037706
	Hopper	ACFX	037707

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8518 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	037714
	Hopper	ACFX	037723
	Hopper	ACFX	037725
	Hopper	ACFX	037729
	Hopper	ACFX	037730
	Hopper	ACFX	037731
	Hopper	ACFX	037740
	Hopper	ACFX	040909
	Hopper	ACFX	040954
	Hopper	ACFX	040961
	Hopper	ACFX	040983
	Hopper	ACFX	096926
	Hopper	ACFX	096937
	Hopper	ACFX	099392
	Hopper	ACFX	099438
	Hopper	ACFX	099474

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/6/2010



Robert W. Alvord